

BAKER & MCKENZIE

ATTORNEYS AT LAW

Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201, USA

Tel: +1 214 978 3000
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www.bakernet.com

STATEMENT

May 13, 2009

**Mr. Ron Weaver, Chairman
Official Committee of Unsecured Creditors
of Superior Air Parts, Inc.
1365 Park Lane South
Jupiter, FL 33458**

- to -

BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089472
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING FEBRUARY 28, 2009, AS FOLLOWS:

Re: Committee Communications

TOTAL FEES \$ **18,307.00**

TOTAL AMOUNT DUE..... **\$ 18,307.00**

For your convenience, you may send a Wire Transfer in payment of statements to:

Baker & McKenzie LLP – Master Account
Wells Fargo Bank
1445 Ross Avenue, Suite 4400
Dallas, TX 75202
Account No. 4121374128
Routing No. 121000248

Special Instructions: Include Registration/Matter Number, Invoice Number, Attorney Name

RE: Invoice #: 23089472

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EXHIBIT
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BAKER & MCKENZIE

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FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING FEBRUARY 28, 2009, AS FOLLOWS:

RE: Committee Communications

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
01/29/09	Schuler	Exchanged emails with committee members regarding initial appointment and possible amendment thereto (0.2); left voice message for US Trustee (0.1).	.3
01/30/09	Adams	Finalize conflicts checks, begin preparing the working group list for the committee.	1.0
01/30/09	Dixon	Perform conflicts check for Superior Air Parts, Inc.	.3

BAKER & MCKENZIE

Mr. Ron Weaver, Chairman
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May 13, 2009
Matter Number: 000007
Page 2

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
01/30/09	Parham	Conference with Schuler preparatory to Committee call (.6); committee conference call(.7).	1.3
01/30/09	Schuler	Reviewed voice message from US Trustee and related e-mails (0.3); reviewed amendment to committee (0.1); multiple calls with individual committee members regarding newly constituted committee and first meeting with all members (0.6); conference call with entire committee regarding initial matters, role of committee and key issues (1.0); telephone calls with Committee Chairman regarding initial matters of interest (0.5).	2.5
01/31/09	Parham	Review and comment on committee bylaws(.2); review application to employ(.3); consider case strategy per committee's request for a game plan(.3);	.8
02/01/09	Schuler	Revised Bylaws and forwarded to R. Weaver for review (0.3).	.3
02/02/09	Schuler	Prepared minutes from first meeting of unsecured creditors committee (1.0).	1.0
02/03/09	Parham	Memo to committee regarding action plan(.5).	.5
02/03/09	Schuler	Sent e-mail to committee with bylaws and minutes from first meeting (0.2); telephone call with R. Weaver regarding case updates (0.2).	.4
02/04/09	Parham	Prepare for (including review of incoming financials) and participate in committee conference call(1.8); conferences with Schuler regarding things to be done per committee's request(.3).	2.1

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May 13, 2009
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Page 3

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/04/09	Schuler	Exchanged emails with committee members regarding certain pending items (0.2); assisted with preparation of memorandum to committee members on strategy and goals going forward (0.3); preparation for committee call (0.6); conference call with committee (1.1); exchanged emails with committee members after call to clarify certain issues discussed at meeting (0.3) draft minutes from today's committee meeting (0.9).	3.4
02/05/09	Schuler	Finalized minutes from latest committee meeting and sent to group (0.2).	.2
02/06/09	Schuler	Exchanged numerous emails with various creditors regarding pending issues and concerns (0.4).	.4
02/09/09	Parham	E-mail committee chair regarding Lain Faulkner(.4).	.4
02/09/09	Schuler	Exchanged e-mails with C. Dedmon regarding certain creditor issues (0.1); telephone call with R. Weaver regarding certain action items and possible financial adviser (0.2); telephone call with potential financial adviser (0.2).	.5
02/10/09	Adams	Finalize, distribute and arrange for Committee conference call set for February 10, 2009.	1.0
02/10/09	Schuler	Exchanged e-mails with Committee Chairman regarding same (0.1).	.1
02/11/09	Parham	Prepare for committee meeting(1.0); attend committee meeting(1.0); meet with Mr. Dedmon following meeting (.5).	2.5
02/11/09	Parham	Conference with Schuler regarding things to be done(.2) and e-mail potential financial advisors requesting information(.2)	.4

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May 13, 2009
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Page 4

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/11/09	Schuler	Preparation for committee meeting (0.5); conference call with members of unsecured creditors committee to advise of current issues and discuss pending matters (1.0); meeting with C. Dedmon and representatives of Zanzi (0.8); draft minutes from committee meeting (0.5); telephone call from unsecured creditor regarding case status (0.2); reviewed e-mails to potential financial advisers (0.2).	3.2
02/12/09	Adams	Review, redact and provide information to the Committee members.	1.0
02/12/09	Parham	Telephone conference with potential financial advisor	.2
02/12/09	Parham	Conference with Schuler regarding financial advisors and what we need them to do.(3).	.3
02/12/09	Schuler	Exchanged e-mails with C. Dedmon regarding potential financial advisors (0.2); several communications with potential financial advisers (0.3); finalized minutes from last committee call and forwarded to committee (0.3).	1.0
02/13/09	Parham	Review and respond to e-mail regarding financial advisors.(3).	.3
02/13/09	Schuler	Several communications with C. Dedmon regarding due diligence on several proposed financial advisors (0.8).	.8
02/14/09	Schuler	Exchanged multiple e-mails and had two telephone calls with certain committee members regarding action items from last committee meeting;	.9
02/16/09	Schuler	Telephone call with R. Weaver regarding pending issues (0.3).	.3
02/17/09	Schuler	Exchanged emails with individual committee members regarding pending issues (0.4); preparation for upcoming Committee call (0.8).	1.4

BAKER & MCKENZIE

Mr. Ron Weaver, Chairman
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May 13, 2009
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Page 5

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/18/09	Schuler	Telephone call with S. Thomas regarding items needed for review and upcoming committee call (0.2); preparation for committee call (0.4); official committee call (0.6); initial preparation of legal memorandum on certain legal issues related to specific claims as requested by Committee (1.8); two telephone calls from individual committee members regarding certain aspects discussed at meeting (0.3); preparation of minutes from committee meeting (0.5); reviewed executed bylaws from several committee members (0.2); reviewed subsequent comments from Committee regarding objections to sale (0.2).	4.2
02/18/09	Wheeler	Finalize proof of claim for KSPG Automotive and file same.	.6
02/19/09	Parham	Review of minutes of committee meeting and plan of action, and e-mail Schuler regarding access to Debtor and lack of response from debtor's counsel(.3).	.3
02/19/09	Schuler	Meeting with financial advisor regarding documents provided by Debtor (1.5).	1.5
02/20/09	Schuler	Sent e-mail to committee advising of Teledyne bid (0.2); post-meeting conference with S. Thomas regarding initial thoughts (0.3).	.5
02/23/09	Parham	Committee call preparatory to auction	.9
02/23/09	Schuler	Telephone call with S. Thomas regarding initial analysis (0.2); preparation for committee call (0.3).	.5
02/24/09	Schuler	Exchanged e-mails with committee members regarding status of negotiations (0.2).	.2
02/25/09	Parham	Telephone conference with C Dedman regarding suppliers response on title issue(.2).	.2
02/25/09	Parham	Committee call	.4

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Mr. Ron Weaver, Chairman
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May 13, 2009
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Page 6

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
02/25/09	Schuler	Conference call with C. Dedmon regarding status of tooling inquiries to suppliers designated as critical by Teledyne (0.2); exchanged multiple e-mails with Debtor's counsel regarding status of tooling responses (0.2); preparation for committee call (0.3); committee call regarding status of bids and related issues (0.5); additional telephone calls with certain creditors regarding tooling requested by Debtor and related communications (0.9).	2.1
02/26/09	Parham	Committee conference call regarding auction(.5); receipt of call from counsel for APS regarding status(.4); conference with Schuler regarding where we go from here and strategy(.5); telephone conference with committee chair regarding auction(.3).	1.7
02/26/09	Schuler	Several separate telephone calls from several committee members regarding impact of failed auction and/or viable alternatives (0.9).	.9

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mari L. Adams	3.0	140.00	\$ 420.00
Sandra L. Dixon	.3	205.00	61.50
David W. Parham	12.3	555.00	6,826.50
Elliot D. Schuler	26.6	410.00	10,906.00
Wendi J. Wheeler	.6	155.00	93.00
			<hr/>
		Total:	\$ 18,307.00

TOTAL AMOUNT DUE: \$ 18,307.00

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May 14, 2009

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 1365 Park Lane South
 Jupiter, FL 33458**

- to -

BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089497
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MARCH 31, 2009, AS FOLLOWS:

Re: Committee Communications

TOTAL FEES\$ **7,871.50**

TOTAL AMOUNT DUE..........\$ **7,871.50**

For your convenience, you may send a Wire Transfer in payment of statements to:

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1445 Ross Avenue, Suite 4400
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Special Instructions: Include Registration/Matter Number, Invoice Number, Attorney Name

RE: Invoice #: 23089497

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BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089497
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MARCH 31,
 2009, AS FOLLOWS:

RE: Committee Communications

Date	Name	Description	Hours
03/02/09	Parham	Telephone conference with Committee chairman regarding exit strategy(.3)	.3
03/03/09	Parham	Telephone conference with committee chairman(.3).	.3
03/05/09	Parham	Conference call with committee(1.0); call with Schuler thereafter(.2)	1.2

BAKER & MCKENZIE

Mr. Ron Weaver, Chairman
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May 14, 2009
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Page 2

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
03/05/09	Schuler	Preparation for committee call (0.3); conference call with creditor's committee and follow-up discussions related to issues discussed therein (1.3); preparation of minutes and action items (1.0); telephone call with C. Dedmon regarding possible meeting with T. Archer to discuss potential claims against estate and certain action items (0.2).	2.8
03/09/09	Parham	Telephone conferences with committee chair regarding options(.5).	.5
03/09/09	Parham	Telephone conference with R Weaver regarding Textron, ECI and sale process.	.3
03/11/09	Parham	Telephone conference with Tom Gingerich regarding their progress(.1); prepare for and participate in committee call (1.4); telephone conference with S Thomas and T Gingrich afterwards(.4)	1.9
03/11/09	Parham	Telephone conference with R Weaver regarding sale options(.4).	.4
03/12/09	Schuler	Reviewed e-mails from certain committee members regarding potential candidates to acquire business and prior attempts by CFS (0.2).	.4
03/13/09	Schuler	Telephone call with S. Thomas and T. Gingerich regarding status of review and current findings (0.3); reviewed e-mail and attachments from same regarding action items from committee and Debtor's responses to date (0.2);	.5
03/14/09	Schuler	Exchanged e-mails with committee members regarding action items from latest call;	.2
03/17/09	Parham	Telephone conference with Steve Thomas and Tom Gingrich	.4
03/18/09	Parham	Preparation for committee call(.2).	.2

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
03/18/09	Parham	Committee conference call	1.0
03/18/09	Schuler	Preparation for committee call (0.3); conference call with committee (1.0); exchanged messages with certain creditors (0.2).	1.5
03/20/09	Schuler	Telephone call with certain creditors regarding Debtor's letters regarding tooling equipment (0.4); review of notes from Wednesday's committee call (0.2).	.6
03/23/09	Schuler	Preparation of minutes from last committee call (1.0); sent e-mail to C. Dedmon regarding potential meeting (0.1).	1.1
03/24/09	Schuler	Exchanged e-mails with C. Dedmon regarding certain entities with which no response had been received (0.1); telephone call with T. Gingerich and S. Thomas regarding update on receivables and inventory sales (0.3).	.4
03/25/09	Schuler	Preparation of minutes from latest call (0.7).	.7
03/25/09	Schuler	Weekly committee call (1.0).	1.0
03/26/09	Schuler	Telephone call with S. Thomas and T. Gingerich (0.3); telephone call with R. Weaver regarding meeting with Lycoming (0.2).	.5
03/30/09	Schuler	Exchanged e-mails with various committee members regarding APS (0.3).	.3
03/31/09	Schuler	Exchanged emails with certain committee members regarding antitrust issues (0.2); reviewed current cash flow and inventory reports and forwarded copy of same to committee members (0.2).	.4

BAKER & MCKENZIE

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May 14, 2009
Matter Number: 000007
Page 4

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David W. Parham	6.5	555.00	\$ 3,607.50
Elliot D. Schuler	10.4	410.00	<hr/> 4,264.00
		Total:	\$ 7,871.50

TOTAL AMOUNT DUE: \$ 7,871.50

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May 14, 2009

**Mr. Ron Weaver, Chairman
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 1365 Park Lane South
 Jupiter, FL 33458**

- to -

BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089505
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING APRIL 30, 2009, AS FOLLOWS:

Re: Committee Communications

TOTAL FEES\$ **7,475.50**

TOTAL AMOUNT DUE..........\$ **7,475.50**

For your convenience, you may send a *Wire Transfer* in payment of statements to:

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Wells Fargo Bank
1445 Ross Avenue, Suite 4400
Dallas, TX 75202
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Routing No. 121000248

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RE: Invoice #: 23089505

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May 14, 2009

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 Jupiter, FL 33458**

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BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089505
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING APRIL 30, 2009, AS FOLLOWS:

RE: Committee Communications

Date	Name	Description	Hours
04/01/09	Parham	Prepare for and committee conference call(1.3); conference with accountants afterwards(.2)	1.5
04/01/09	Schuler	Telephone call from R. Weaver regarding status of several pending matters (0.4); exchanged multiple e-mails and had telephone call with T. Gingerich regarding current review of financials and recent sales by Debtor (0.7); preparation for committee call (0.4); conference call with committee (1.0).	2.5

BAKER & MCKENZIE

Mr. Ron Weaver, Chairman
Client Number: 24227484
Invoice Number: 23089505

May 14, 2009
Matter Number: 000007
Page 2

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
04/02/09	Schuler	Preparation of minutes from committee call and sent to members (0.9).	.9
04/03/09	Schuler	Preparation of memoranda e-mail to committee regarding same and requesting thoughts on same (.6).	.6
04/08/09	Schuler	Preparation for committee call (0.5); initial preparation of minutes from committee call (0.5).	1.0
04/09/09	Schuler	Finalize minutes from committee call and sent to committee members (0.3).	.3
04/15/09	Parham	Prepare for and participate in committee conference call(.9) ; conference with Schuler afterwards regarding strategy (.2)	1.1
04/15/09	Schuler	Preparation for and participation in conference call with committee (1.1).	1.1
04/16/09	Schuler	Telephone call with C. Dedmon (0.2).	.2
04/21/09	Schuler	Preparation of minutes from last committee call and forwarded to committee members (0.5).	.5
04/22/09	Parham	Preparation for committee call (.3); committee conference call(1.0).	1.3
04/22/09	Schuler	Review comments from committee members to proposed complaint, and made further revisions thereto (1.0); reviewed status report from lain Faulkner in advance of committee call and spoke with T. Gingerich regarding details of same (0.4); preparation for committee call (.5); weekly conference call with committee members (1.0).	2.9
04/24/09	Parham	E-mail to committee regarding same(.2).	.2
04/27/09	Parham	E-mail to committee regarding Thielert related developments(.2).	.2
04/27/09	Schuler	Reviewed e-mail to committee advising of status of claims held by Thielerts (0.1).	.1

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
04/28/09	Schuler	Preparation of minutes from last committee call (0.6).	.6
04/29/09	Parham	Conference with Lain Faulkner and Mr. Schuler regarding liquidation analysis(.2); committee conference call(.4).	.6
04/29/09	Schuler	Preparation for and participation in committee call (0.9).	.9

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David W. Parham	4.9	555.00	\$ 2,719.50
Elliot D. Schuler	11.6	410.00	<u>4,756.00</u>
			Total: \$ 7,475.50

TOTAL AMOUNT DUE: \$ 7,475.50

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- to -

BAKER & MCKENZIE
Client Number: 24227484
Matter Number: 000007
Invoice Number: 23089603
IRS#: 36-2137456

FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MAY 15,
2009, AS FOLLOWS:

Re: Committee Communications

TOTAL FEES.....\$ 5,080.50

TOTAL AMOUNT DUE.....\$ 5,080.50

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Wells Fargo Bank
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Invoice Number: 23089603
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FOR PROFESSIONAL SERVICES RENDERED FOR THE PERIOD ENDING MAY 15,
2009, AS FOLLOWS:

RE: Committee Communications

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
05/05/09	Schuler	Exchanged e-mails with and had telephone call with Committee Chairman regarding recent sales by the debtor for below cost and other general concerns (0.4);	.4
05/06/09	Parham	Committee conference call(.5); conference with Schuler after committee call, regarding strategy(.3).	.8
05/06/09	Schuler	Weekly committee call (0.7); preparation of minutes from committee call (0.6).	1.3

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Page 2

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
05/07/09	Schuler	Telephone call from C. Dedmon regarding pending issues in case and thoughts on industry players (0.4); reviewed docket sheet for all upcoming dates and deadlines and sent e-mail to committee advising of same (0.3);	.7
05/11/09	Parham	Telephone conference with committee chair(.2).	.2
05/12/09	Parham	Committee conference call and conference afterwards with Schuler regarding strategy(1.3).	1.3
05/12/09	Schuler	Special conference call with committee regarding offer from Aviation Parts Supply (1.0);	1.0
05/13/09	Parham	Telephone conference with Ron Weaver regarding APS, status(.5); prepare for committee conference call(.4) Committee conference call(1.0); e-mail with committee, various members regarding APS deal(.3);	2.2
05/13/09	Schuler	Conference call with Committee Chairman regarding recent case developments (0.3); sent emails to committee attaching calculations for different scenarios and advising of same in advance of call (0.2); telephone call with C. Dedmon regarding meeting with APS and related issues (0.3); weekly conference call with creditors committee (1.0); reviewed emails to committee regarding tooling issues with APS proposal (0.1);	1.9
05/15/09	Schuler	Prepared e-mail to committee advising of case status and need for call (0.2); special call with committee regarding plan issues (0.8).	1.0

BAKER & MCKENZIE

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Page 3

SUMMARY OF FEES:

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
David W. Parham	4.5	555.00	\$ 2,497.50
Elliot D. Schuler	6.3	410.00	<u>2,583.00</u>
		Total:	\$ 5,080.50

TOTAL AMOUNT DUE: \$ 5,080.50